

Exhibit B

CERTIFICATE OF INCORPORATION
OF
EXECUTIVE SUCCESS PROGRAMS, INC.

FIRST. The name of this corporation shall be:

EXECUTIVE SUCCESS PROGRAMS, INC.

SECOND. Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805, and its registered agent at such address is THE COMPANY CORPORATION.

THIRD. The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is:

One Thousand Five Hundred (1,500) shares without par value.

FIFTH. The name and mailing address of the incorporator is as follows:

Elaine Phaneuf
The Company Corporation
1013 Centre Road
Wilmington, DE 19805

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

IN WITNESS WHEREOF, The undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this twentieth day of July, A.D. 1998.



Elaine Phaneuf
Incorporator

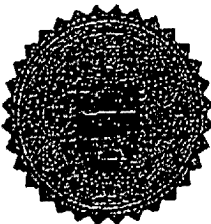
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "EXECUTIVE SUCCESS PROGRAMS, INC.", CHANGING ITS NAME FROM "EXECUTIVE SUCCESS PROGRAMS, INC." TO "NXIVM CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2922183 8100

020044285

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1574143

DATE: 01-23-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/23/2002
020044285 - 2922183

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
EXECUTIVE SUCCESS PROGRAMS, INC.**

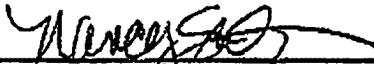
It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Executive Success Programs, Inc.
2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of this corporation shall be: NXIVM CORPORATION."

3. The amendment of the Certificate of Incorporation of the Corporation herein certified was duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on January 15, 2002



Nancy Salzman, President

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